

CONSTITUTION OF

**Grantown on Spey YMCA
Community Centre (SCIO)**

Registered Charity No: SC022363

CONSTITUTION

of

Grantown on Spey YMCA Community Centre (SCIO)

Registered Charity No: SC022363

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
MEMBERS	qualifications for membership, application, minimum number, subscription, register of members, withdrawal, transfer, re-registration, expulsion	clauses 11 - 30
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 31 - 61
BOARD (CHARITY TRUSTEES)	number, eligibility, initial charity trustees, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 62 - 91
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 92 - 113
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 114 - 122
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 123 - 128
APPENDICES	Conditions of membership of the YMCA National Council Paris Basis/Kampala Principles/Challenge 21	Appendix A Appendix B

GENERAL

Type of organisation

1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

3 The name of the organisation is Grantown on Spey YMCA Community Centre (SCIO).

Purposes

The foundation of the organisation is based on the World YMCA Paris Basis, reinterpreted through the Kampala Principles and / or Challenge 21 (see Appendix B).

The purposes of the organisation are:

- 4.1 To organise provision of recreational facilities in order to provide a safe environment and to promote the acceptance of all people regardless of disability, ethnicity, religion/faith, culture, gender, sexual orientation or social class. This will reflect the inclusive Christian ethos of the YMCA movement and information and materials in relation to Christianity may be available for those who wish further knowledge.
- 4.2 To advance educational opportunities by organising programmes through activities and discussion either within the premises or externally. Included in these would be the opportunity to promote development of citizenship and health, in such a way, that the young people make better choices for themselves; to promote a healthy lifestyle by organising awareness sessions on subjects such as alcohol and drug abuse and providing an environment where these can be discussed in an open and honest manner.
- 4.3 To promote citizenship and develop community spirit by encouraging young people to consider their environment and engage in intergenerational activities to bridge the gap between young and old.
- 4.4 To support and advance young people to reach their potential by overcoming barriers that would normally exclude them, eg age, ill health, disability, financial hardship, racial discrimination and social class.

But such that the charity shall do so following principles of sustainable development.

Powers

- 4 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.
- 6 The organisation is a member of The National Council YMCA Scotland, and shall be bound by the provisions of the Constitution of that Council as outlined in Appendix A.

Liability of members

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 9 The structure of the organisation consists of:
 - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint members to serve on the board and take decisions on changes to the constitution itself;
 - 9.2 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation and ensuring compliance with relevant legislation.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 MEMBERSHIP is open to any individual who supports the aims and activities of the organisation under the following categories:
 - 11.1 **Full Members:** any individual aged 16 years or over who supports the aims and purposes of the Granttown YMCA Community Centre. Full Members are eligible to vote at members' meetings and to sit on the Board of Trustees.
 - 11.2 **Associate Members:** any individual, group or organisation which avail themselves of the use of the Centre and support the work of the Granttown YMCA Community Centre. Associate Members are neither eligible to stand for election to the Board nor to vote at any general meeting.
 - 11.3 If a Full Member ceases to comply with the criteria at clause 11.1 they will be obliged to inform the organisation and will thereafter have their membership reclassified. If the organisation becomes aware of changes itself, it will so reclassify the member and notify them accordingly.
- 12 At all times a majority of members shall be Full Members from within the Community. In the event that a majority of the members of the organisation do not consist of Full Members, the Board may conduct essential business to ensure the admission of sufficient members from the Community to achieve the minimum number and/or take steps to maintain the majority.
- 13 Employees of the organisation are not eligible for membership nor to sit on the Board of Trustees. A person admitted to membership shall automatically cease to be a member if they become an employee of the organisation.
- 14 All members are subject to the Constitution of the organisation and by joining the organisation will be deemed to accept the regulations and the codes of conduct that the organisation has adopted.

Application for membership

- 15 No individual or organisation may become a Member unless that individual or organisation has submitted a written application for membership in the form prescribed by the Trustees and the Trustees have approved the application. An application submitted by an organisation must be signed on behalf of that organisation.
- 16 All applications will be considered by the Trustees at the next board meeting following submission of the application. Any valid application will be approved, subject to clause 12 and provided the applicant has not previously been a member and been expelled under clause 30.
- 17 The applicant will then be notified promptly (in writing or by e-mail) of their admission to membership of the organisation.

Minimum number of members

- 18 The minimum number of members is 8 (eight); in the event that the number of members falls below 8, the Trustees may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number, subject to clause 12.

Membership subscription

- 19 The amount of the annual membership subscription will be set at each annual general meeting.
- 20 If a membership subscription is payable by any member, but remains outstanding more than four weeks after the date on which it fell due (and providing they have been given at least one written reminder) the Trustees may, by resolution to that effect, expel them from membership; for the avoidance of doubt, it will be open to an individual expelled from membership under this article to reapply for membership if they so wish.
- 21 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 22 The board must keep a register of members, setting out
 - 22.1 for each current member:
 - 22.1.1 their full name and address; and
 - 22.1.2 the date on which they were registered as a member of the organisation;
 - 22.2 for each former member - for at least six years from the date on which they ceased to be a member:
 - 22.2.1 their name; and
 - 22.2.2 the date on which they ceased to be a member.
- 23 The board must ensure that the register of members is updated within 28 days of any change:
 - 23.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 23.2 which is notified to the organisation.
- 24 If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable;

if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 25 Any person who wants to withdraw from membership must give a written notice of withdrawal by signed letter or email to the organisation; they will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

- 26 Membership of the organisation may not be transferred by a member.

Re-registration of members

- 27 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 28 If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 27, the board may expel them from membership.
- 29 A notice under clause 27 will not be valid unless it refers specifically to the consequences (under clause 28) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 30 Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 30.1 at least 21 (twenty-one) days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 30.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 31 The charity shall hold a meeting of members attending in person or virtually in each calendar year, to be called an 'annual general meeting' or 'AGM'.
- 32 The board may call other meetings of the members attending in person or virtually as they think fit. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow.
- 33 Notwithstanding clause 31, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
- 34 The business of each AGM must include:
- 34.1 a report by the chair on the activities of the organisation;
 - 34.2 consideration and adoption of the annual accounts of the organisation;
 - 34.3 the election/re-election of charity trustees, as referred to in clauses 67 to 72

35 The board may arrange a special members' meeting at any time.

Power to request the board to arrange a special members' meeting

36 The board must arrange a special members' meeting if they are requested to do so by a notice from at least 4 (four) Full Members, providing:

36.1 the notice states the purposes for which the meeting is to be held; and

36.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

37 If the board receive a notice under clause 36, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

38 At least 14 (fourteen) clear days' notice must be given of any AGM or any special members' meeting.

39 Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.

40 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

40.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or

40.2 in the case of any other resolution falling within clause 54 (requirement for two-thirds majority) must set out the exact terms of the resolution.

41 The reference to "clear days" in clause 38 shall be taken to mean that, in calculating the period of notice,

42 the day after the notices are posted (or sent by e-mail) should be excluded; and

42.1 the day of the meeting itself should also be excluded.

43 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

44 Any notice which requires to be given to a member under this constitution must be: -

44.1 sent by post to the member, at the address last notified by them to the organisation; or

44.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

45 No valid decisions can be taken at any members' meeting unless a quorum is present.

46 The quorum for a members' meeting is 8 (eight) persons present and entitled to vote upon the business of the meeting, each being a member or a proxy for a member. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

- 47 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 48 The chair of the organisation should act as chairperson of each members' meeting.
- 49 If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 50 A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.
- 51 Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.
- 52 Every Full Member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 52.1 A Full Member who wishes to appoint a proxy to vote on their behalf at any meeting must lodge with the organisation, prior to the time when the meeting commences, a written proxy form, signed by themselves.
- 52.2 A proxy need not be a member of the organisation.
- 52.3 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 52.4 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting.
- 53 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 54.
- 54 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 58):
- 54.1 a resolution amending the constitution;
- 54.2 a resolution expelling a person from membership under article 30;
- 54.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 54.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- 54.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- 54.6 a resolution for the winding up or dissolution of the organisation.
- 55 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

- 56 A resolution put to the vote at a members' meeting will be decided on a show of hands – unless the chairperson (or at least two other persons present at the meeting and entitled to vote whether as members or as proxies for members) ask for a secret ballot.
- 57 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by members

- 58 A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

- 59 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 60 The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually; and (so far as possible) should be signed by the chairperson of the meeting.
- 61 The board shall make available copies of the minutes referred to in clause 59 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 113.

BOARD

Number of charity trustees

- 62 The maximum number of charity trustees is 15 (fifteen); out of that, no more than 3 (three) shall be charity trustees who were co-opted under the provision of clause 68.
- 63 The minimum number of charity trustees is 5 (five). Where the number of charity trustees stands at the minimum of five (5), only two (2) may be co-opted under the provision of clause 68.

Eligibility

- 64 A person will not be eligible for election to the board unless they are a Full Member of the organisation.
- 65 A person will not be eligible for election or appointment to the board if they are: -
- 65.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 65.2 an employee of the organisation.

Initial charity trustees

- 66 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

Election, retiral, re-election

- 67 At each AGM, the members may elect any Full Member (unless they are debarred from membership under clause 65) to be a charity trustee.
- 68 The board may at any time appoint any Full Member (unless they are debarred from membership under clause 65) to be a charity trustee.
- 69 The board may at any time appoint an Adviser to the board, who is not a charity trustee and therefore not eligible to vote at board meetings.
- 70 At each AGM, all of the charity trustees elected under clause 67 or appointed under clause 68 must retire from office - but shall then (subject to clauses 67, 68, 72.1 and 72.2) be eligible for re-election or re-appointment.
- 71 Charity Trustees must be nominated in writing on the relevant form by at least two Members. Such nominations must contain confirmation from the nominee that they are willing to act as a Charity Trustee and must be delivered to the registered office of the Organisation at least seven days before the AGM.
- 72 A charity trustee retiring at an AGM will be deemed to have been re-elected (subject to clause 67) unless: -
- 72.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
 - 72.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - 72.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

- 73 A charity trustee will automatically cease to hold office if: -
- 73.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 73.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 73.3 they cease to be a member of the organisation;
 - 73.4 they become an employee of the organisation;
 - 73.5 they give the organisation a notice of resignation, signed by themselves;
 - 73.6 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
 - 73.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 90);
 - 73.8 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

73.9 they are removed from office by a resolution of the members passed at a members' meeting.

74 A resolution under paragraph 73.7, 73.8 or 73.9 shall be valid only if: -

74.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;

74.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

74.3 (in the case of a resolution under paragraph 73.7 or 73.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

75 The board must keep a register of charity trustees, setting out

75.1 for each current charity trustee:

75.1.1 their full name and address;

75.1.2 the date on which they were appointed as a charity trustee; and

75.1.3 any office held by them in the organisation;

75.2 for each former charity trustee - for at least 6 (six) years from the date on which they ceased to be a charity trustee:

75.2.1 the name of the charity trustee;

75.2.2 any office held by them in the organisation; and

75.2.3 the date on which they ceased to be a charity trustee.

76 The board must ensure that the register of charity trustees is updated within 28 days of any change:

76.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

76.2 which is notified to the organisation.

77 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

78 The charity trustees must elect (from among themselves) a chair and a treasurer.

79 In addition to the office-bearers required under clause 78, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

80 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected at the next board meeting under clause 78 or 79 and subject to clause 81.

81 A person elected to any office will automatically cease to hold that office: -

81.1 if they cease to be a charity trustee; or

81.2 if they give to the organisation a notice of resignation from that office, signed by themselves.

Powers of board

- 82 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
- 83 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 84 The members may, by way of a resolution passed in compliance with clause 54 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

- 85 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:
- 85.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 85.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 85.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 85.3.1 put the interests of the organisation before that of the other party;
 - 85.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - 85.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 86 In addition to the duties outlined in clause 85, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 86.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 86.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 87 Provided that the Charity Trustee has declared their interest and has not voted on the question of whether or not the SCIO should enter into the arrangement, a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 88 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 88 No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out their duties as a charity trustee.
- 89 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

- 90 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 91 The code of conduct referred to in clause 90 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

- 92 The board shall meet not fewer than 6 (six) times a year. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow and as agreed by the charity trustees.
- 93 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 94 At least 7 (seven) days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 95 Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.

Procedure at board meetings

- 96 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 4 (four) charity trustees, present in person. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.
- 97 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 96, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 98 The chair of the organisation should act as chairperson of each board meeting.
- 99 If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 100 Every charity trustee, whether elected under clause 67 or appointed under clause 68, has one vote, which must be given personally. External advisers to the board are not eligible to vote.
- 101 A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person. Similar provision can be made for people attending as proxies.
- 102 All decisions at board meetings will be made by majority vote.
- 103 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 104 A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.

- 105 Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.
- 106 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 107 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the SCIO. In such event, they must withdraw from the meeting for as long as the conflicted matter is dealt with by the other Charity Trustees.
- 108 For the purposes of clause 107, a person is taken to have a personal interest if a member of that person's close family, or an organisation with which that person (or a member of that person's close family) is affiliated would stand to benefit from, or otherwise have an interest in, the arrangement.

Minutes

- 109 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 110 The minutes to be kept under clause 109 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 111 The minutes of a meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.
- 112 The board shall (subject to clause 113) make available copies of the minutes referred to in clause 109 to any member of the public requesting them.
- 113 The board may exclude from any copy minutes made available to a member of the public under clause 112 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 114 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 115 The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 116 When delegating powers under clause 114 or 115, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 117 Any delegation of powers under clause 114 or 115 may be revoked or altered by the board at any time.
- 118 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

- 119** Subject to clause 120, the signatures of two out of any of the signatories (minimum of three) appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; both of the two signatures must be the signatures of a charity trustee.
- 120** Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account, if possible, must be consistent with the approach reflected in clause 119.

Accounting records and annual accounts

- 121** The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 122** The board must prepare annual accounts which will be independently examined, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 123** If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 124** On the dissolution of the Association, its net funds and assets available after payment of all debts and liabilities shall be transferred to and held by the Trustees of the National Council for a period of ten years from the effective date of dissolution for the re-forming of an Association on such basis as the National Council may approve. Thereafter the funds and assets will be applied for purposes which are the same as, or which closely resemble, the purposes of the organisation as set out in this constitution.

Alterations to the constitution

- 125** This constitution may (subject to clause 126) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 54) or by way of a written resolution of the members.
- 126** The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 127** References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 127.1** any statutory provision which adds to, modifies or replaces that Act; and
 - 127.2** any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 127.1 above.
- 128** In this constitution: -

- 128.1 “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
- 128.2 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
- 128.3 “virtual meeting” means a meeting of members of the charity or a meeting of the board where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.
- 128.4 “hybrid meeting” means a meeting of members of the charity or a meeting of the board at which some participants are attending the meeting in person and others are attending virtually.

APPENDIX A

Condition of Membership of The National Council

An Association in membership of The National Council must also accept these Conditions of Membership:

- (1) To use the name “Young Men’s Christian Association”

Note: Permission may be given by The National Council for the use of the name in conjunction with other names.

- (2) To submit its Constitution for approval on application for admission, and not to change any items of this document affecting the objects of that Association, the conditions of membership, the representative nature of its controlling body, or provisions for the management or disposal of the assets of that Association, without the prior permission of The National Council
- (3) To reserve all controlling powers to the Full Members of that Association, except that:

An Association which operates a single category of membership shall either:

- (a) consist of Full Members or
- (b) ensure that its Constitution conforms to that of The National Council, especially of this Appendix, and also have approved by The National Council its statement on conditions of membership accepted personally by those joining that Association
- (4) To conduct a programme which has as its basis the extension of Christ’s Kingdom, recognising that Christian discipleship and service involve the development of the whole being – body, mind and spirit – and that religious, social, educational and physical activities should be sponsored
- (5) To provide The National Council with a copy of the Annual Report on activities and Financial Statement
- (6) To contribute, on an agreed basis, to the funds of The National Council for the support of the national and international work of The National Council
- (7) Not to suspend or discontinue the work of the Association, or withdraw from The National Council, without giving prior intimation of such intentions to a meeting of The National Council

- (8) To place the assets of the Association in the hands of the Trustees for the purposes of that Association. The National Council shall have the right to appoint two of the Trustees for this purpose
- (9) To adopt and comply with YMCA Scotland brand guidelines
- (10) To comply with all charitable requirements of OSCR and other regulatory bodies as required including the submission of annual returns
- (11) To comply with all legal requirements regarding Safeguarding
- (12) To invite YMCA Scotland to send an individual to represent the National Council and attend the Association's AGM/ABM and one Board meeting per year
- (13) To ensure that all new Board members of the Association undertake YMCA Board induction training
- (14) To participate in the National Council Quality Review process
- (15) To append the National Council Conditions of membership to its governing constitutional document or memorandum and articles of association
- (16) An Association's membership of The National Council may be terminated on a resolution of The National Council should that Association's activities be inconsistent with this Constitution. Such a resolution must have the approval of three fourths of those entitled to vote and voting
- (17) If an Association ceases to be a member of The National Council and ceases in the view of The National Council to abide by YMCA principles and objectives in terms of a Constitution approved by The National Council, the assets, funds and records of that Association shall be handed over to The National Council
- (18) It shall be competent to grant a temporary membership of The National Council for a period of one year to a society which cannot immediately fulfil all the conditions of membership

APPENDIX B

Paris Basis

THE YOUNG MEN'S CHRISTIAN ASSOCIATIONS SEEK TO UNITE THOSE YOUNG MEN WHO, REGARDING JESUS CHRIST AS THEIR GOD AND SAVIOUR, ACCORDING TO THE HOLY SCRIPTURES, DESIRE TO BE HIS DISCIPLES IN THEIR FAITH AND IN THEIR LIFE, AND TO ASSOCIATE THEIR EFFORTS FOR THE EXTENSION OF HIS KINGDOM AMONGST YOUNG MEN'.

'ANY DIFFERENCES OF OPINION ON OTHER SUBJECTS, HOWEVER IMPORTANT IN THEMSELVES, SHALL NOT INTERFERE WITH THE HARMONIOUS RELATIONS OF THE CONSTITUENT MEMBERS AND ASSOCIATES OF THE WORLD ALLIANCE'.

Kampala Principles

The 6th World Council meeting in Kampala, Uganda, in July 1973, adopted at the same time the following declaration of principles:

The Paris Basis expresses that Christ is the centre of the Movement, which is conceived as a world-wide fellowship uniting Christians of all confessions. It is consistent with an open membership policy, involving people irrespective of faith as well as age, sex, race and social condition. The Basis is not designed to serve as a condition of individual YMCA membership, which is deliberately left to the discretion of constituent movements of the World Alliance. The Basis makes clear that the constituent movements of the Alliance have full freedom to express their purpose in other terms designed to correspond more directly to the needs and aspirations of those whom they are seeking to serve, provided these are regarded by the World Alliance as being consistent with the Paris Basis. Recognising the character of the YMCAs in the world today,

this act of acknowledging the Paris Basis places upon the various associations and their members as fellow workers with God such imperatives as:

1. To work for equal opportunity and justice for all.
2. To work for and maintain an environment in which relationships among people are characterised by love and understanding.
3. To work for and maintain conditions, within the YMCA and in society, its organisations and institutions, which allow for honesty, depth and creativity.
4. To develop and maintain leadership and programme patterns which exemplify the varieties and depth of Christian experience.
5. To work for the development of the whole person.

Challenge 21

Affirming the Paris Basis adopted in 1855, as the ongoing foundation statement of the mission of the YMCA, at the threshold of the third millennium, we declare that the YMCA is a worldwide Christian, ecumenical, voluntary movement for women and men with special emphasis on and the genuine involvement of young people, and that it seeks to share the Christian ideal of building a human community of justice with love, peace and reconciliation for the fullness of life for all creation.

Each member YMCA is therefore called to focus on certain challenges which will be prioritized according to its own context. These challenges which are an evolution of the Kampala Principles adopted in 1973, include:

- Sharing the good news of Jesus Christ and striving for spiritual, intellectual and physical well-being of individuals and wholeness of communities.
- Empowering all, especially young people and women to take increased responsibilities and assume leadership at all levels and working towards an equitable society.
- Advocating for and promoting the rights of women and upholding the rights of children.
- Fostering dialogue and partnership between people of different faiths and ideologies and recognizing the cultural identities of people and promoting cultural renewal.
- Committing to work in solidarity with the poor, dispossessed, uprooted people and oppressed racial, religious and ethnic minorities.
- Seeking to be mediators and reconcilers in situations of conflict and working for meaningful participation and advancement of people for their own self-determination.
- Defending God's creation against all that would destroy it and preserving and protecting the earth's resources for coming generations.

To face these challenges, the YMCA will develop patterns of co-operation at all levels that enable self-sustenance and self-determination.